

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

JOHN TAYLOR, Individually and on Behalf)
of All Others Similarly Situated,) Case No. 3:18-cv-01989-SI
)
 Plaintiff,)
)
 vs.) **STIPULATION AND [PROPOSED]**
) **ORDER OF VOLUNTARY DISMISSAL**
) **WITHOUT PREJUDICE**
 8POINT3 ENERGY PARTNERS LP,)
 CHARLES D. BOYNTON, MARK R.)
 WIDMAR, NATALIE F JACKSON, ALEX) Judge: Hon. Susan Illston
 BRADLEY, THOMAS C. O'CONNOR,)
 NORMAN J. SZYDLOWSKI, and)
 MICHAEL W. YACKIRA,)
)
)
)
 Defendants.)
)

WHEREAS, on March 31, 2018, John Taylor (“Plaintiff”) filed this case as a putative class action alleging violations of Section 14(a) and Section 20(a) of the Securities Exchange Act of 1934, and related regulations, with respect to disclosures in a preliminary proxy statement soliciting shareholder approval of the proposed acquisition (the “Proposed Transaction”) of 8point3 Energy Partners LP by Capital Dynamics, Inc., through its affiliates and certain other co-investors (collectively, “Capital Dynamics”), (ECF 1);

WHEREAS, on April 6, 2018, Defendants filed a Form DEFM14A Definitive Proxy Statement (the “Proxy”), scheduling the shareholder vote on the Proposed Transaction for May 23, 2018 (the “Shareholder Vote”).

WHEREAS, on April 18, 2018, Plaintiff filed his Motion for a Preliminary Injunction to enjoin the Shareholder Vote, until Defendants disclose the information sought by Plaintiff, (ECF 12);

WHEREAS, the parties thereafter engaged in communications regarding Plaintiff's claims;

1 **WHEREAS**, on May 2, 2018, Defendants filed an opposition to Plaintiff's Injunction
2 Motion, (ECF 27);

3 **WHEREAS**, on May 7, 2018, Plaintiff filed his Reply to Defendants' Opposition, (ECF
4 33);

5 **WHEREAS**, Defendants, agreed to file certain supplemental disclosures with the SEC (the
6 “Supplemental Disclosures”) that addressed and/or substantially mooted Plaintiff’s claims;

7 **WHEREAS**, on May 8, 2018, Plaintiff, after reviewing a draft of the Supplemental
8 Disclosures, filed a notice of withdrawal for the Preliminary Injunction, (ECF 35);

9 **WHEREAS**, on May 9, 2018, Defendants filed the Supplemental Disclosures with the
10 SEC;

11 **WHEREAS**, on May 23, 2018, 8point3 Energy shareholders held their special meeting
12 and voted to approve the Proposed Transaction;

13 **WHEREAS**, Plaintiff has conducted a further investigation and reached the conclusion
14 that all viable claims have been mooted by the Supplemental Disclosures;

15 **WHEREAS**, Plaintiff asserts that the Supplemental Disclosures entitle his counsel to
16 assert a claim for attorneys' fees and expenses;

17 **WHEREAS**, Plaintiff intends to petition the Court to seek a resolution of his claim for
18 such fees and expenses if his claim cannot be resolved through negotiations between counsel for
19 Plaintiff and Defendants;

20 **NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED**, by the parties
21 hereto, and subject to the approval of the Court, as follows:

22 (1) This Action is dismissed without prejudice, pursuant to Fed. R. Civ. P. 41(a)(1).

23 (2) This Court retains continuing jurisdiction over the parties solely for purposes

24 of any potential further proceedings related to the adjudication of any claim for

25 Plaintiffs' Counsel attorneys' fees and/or expenses.

26 (3) This Stipulation is not intended to, and shall not, waive or prejudice any right

1 or argument that may be asserted or presented by Plaintiff or Defendants in
2 support of or in opposition to any claim for an award of attorneys' fees and
3 expenses.

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5 DATED: July 31, 2018

Respectfully submitted,

6 **OF COUNSEL**

7 **MONTEVERDE & ASSOCIATES PC**

Juan E. Monteverde
8 The Empire State Building
9 350 Fifth Avenue, Suite 4405
New York, New York 10118
10 Tel: 212-971-1341
Fax: 212-202-7880
11 Email: jmMonteverde@monteverdelaw.com

/s/ David E. Bower
David E. Bower SBN 119546
MONTEVERDE & ASSOCIATES PC
600 Corporate Pointe, Suite 1170
Culver City, CA 90230
Tel: (213) 446-6652
Fax: (212) 202-7880
Email: dbower@monteverdelaw.com

12 *Counsel for Plaintiff*

Counsel for Plaintiff

13
14
15 DATED: July 31, 2018

/s/ Jonathan Shapiro
Jonathan Shapiro
BAKER BOTTS L.L.P.
101 California Street Suite 3600
San Francisco, California 94111

Counsel for Defendants

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18 Pursuant to Stipulation, It Is So ORDERED.
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22 8/2/18



23
24 Judge Susan Illston
United States District Court Judge
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